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Attorneys for Gelco Corporation d/b/a GE Fleet Services

UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

IN RE:) Case No. 08-35653-KRH
) Chapter 11
CIRCUIT CITY STORES, INC., et al.) (Jointly Administered)
)
Debtors.)

**RESPONSE OF GELCO CORPORATION d/b/a GE FLEET SERVICES TO DEBTORS'
THIRTY-FIFTH OMNIBUS OBJECTION TO CLAIMS**

Gelco Corporation d/b/a GE Fleet Services ("GE Fleet") responds to the Debtors' Thirty-fifth Omnibus Objection to Claims (the "Objection") as such Objection relates to the claims of GE Fleet.

1. GE Fleet filed Claim No. 4867 ("Claim 4867") on January 26, 2009 in *In re Circuit City Stores, Inc.* (the "Debtor"), Case No. 08-35653. Claim 4867 evidences the claim held by GE Fleet pursuant to a Master Lease and Fleet-Related Services Agreement dated as of August 19, 2005, as amended (the "Lease"), by and between GE Fleet and the Debtor. Pursuant to the Lease, GE Fleet leased approximately 1,000 vehicles to the Debtor. Claim 4867 is the claim held by GE Fleet pursuant to the Lease resulting from and arising from the Debtor's

claim held by GE Fleet pursuant to the Lease resulting from and arising from the Debtor's material breach and rejection of the Lease.¹ Claim No. 4867 was filed as a secured claim on account of GE Fleet's recoupment and setoff rights pursuant to the Lease.

2. GE Fleet filed Claim No. 9026 ("Claim 9026") on January 30, 2009 in *In re Circuit City Stores, Inc.* (the "Debtor"), Case No. 08-35653 because Kurtzman Carson Consultants LLC was unable to confirm the receipt and filing of Claim 4867. Contrary to the characterization of Claim 9026 set forth in the Objection, Claim 9026 is identical to and duplicative of Claim 4867.

3. GE Fleet consents to the disallowance of either Claim 9026 or Claim 4867 provided the other claim is allowed subject to subsequent adjustment for the results of GE Fleet's mitigation efforts.² Based upon Exhibit D of the Objection, it is GE Fleet's understanding that the Debtor proposes to allow Claim 4867 and disallow Claim 9026. (See Objection, Exhibit D, Page 17).

4. A true and correct copy of the Lease was filed with Claim No. 13903.

5. Keith Bergquist, Bankruptcy/Litigation Manager for GE Fleet, signed both Claims 9026 and 4867 and has personal knowledge of GE Fleet's claims pursuant to the Lease. Keith Bergquist's contact information is:

Keith W. Bergquist
GE Fleet Services

¹ On June 30, 2009, GE Fleet filed a request for allowance of an administrative expense claim with priority as provided in 11 U.S.C. §§ 503(b) and 507(a)(2). GE Fleet's administrative expense claim is docketed as Claim No. 13903 and is in addition to, and not included within, GE Fleet's Claim No. 4867.

² GE Fleet has recovered most of the Vehicles that it owns and were the subject of the Lease. GE Fleet has diligently attempted to mitigate its damages and losses by selling the Vehicles that it has recovered. The results of GE Fleet's mitigation efforts, when complete, will permit GE Fleet to amend its claim to account for the mitigation recoveries made.

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Eden Prairie, MN 55344
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6. A declaration of Mr. Bergquist in support of this Response is attached hereto as Exhibit A.

7. Any reply to this response should be served upon counsel to GE Fleet identified below.

September 15, 2009

Richmond, Virginia

GELCO CORPORATION d/b/a GE Fleet Services

By /s/ Peter J. Barrett
Counsel

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Attorneys for Gelco Corporation d/b/a GE Fleet Services

CERTIFICATE OF SERVICE

I hereby certify under penalty of perjury that on September 15, 2009, a true and exact copy of the foregoing was served via ECF notification or by first class mail postage prepaid to the following necessary parties defined as the Core Group in the case management order entered November 13, 2008: (i) the Debtors and counsel for the Debtors, (ii) the Office of the United States Trustee for the Eastern District of Virginia, (iii) counsel to the Official Committee of Unsecured Creditors, (iv) counsel to the agents for the Debtors' pre-petition lenders, and (v) counsel to the agents for the Debtors' post-petition lenders, and per the Notice of Objection, via ECF notification specifically to the following:

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/s/ Peter J. Barrett
Counsel

UNITED STATES BANKRUPTCY COURT
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IN RE:) CASE NO. 08-35653-KRH
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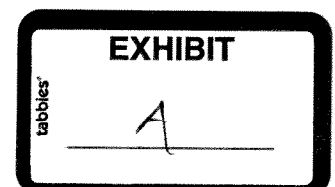
**DECLARATION OF KEITH BERQUIST IN SUPPORT OF RESPONSE OF GELCO
CORPORATION d/b/a GE FLEET SERVICES TO DEBTORS' THIRTY-FIFTH
OMNIBUS OBJECTION TO CLAIMS**

I, Keith Bergquist, pursuant to 28 U.S.C. § 1746, hereby declare as follows:

1. I am the Bankruptcy/Litigation Manager for Defendant Gelco Corporation, d/b/a GE Capital Fleet Services ("GE Fleet"). I am over the age of eighteen, and make this declaration based on my own personal knowledge of the events and matters described herein, and in support of GE Fleet's Response (the "Response") to Debtors' Thirty-fifth Omnibus Objection to Claims.

2. If called as a witness in this matter, I could and would testify competently as follows:

3. GE Fleet is a Delaware corporation with a principal place of business in Eden Prairie, Minnesota. Gelco is engaged, among other things, in the business of leasing automobiles, trucks, trailers and other heavy-duty equipment to businesses across the nation, as well as providing certain equipment and vehicle related services to its lessees. GE Fleet has more than 515,000 vehicles and titled equipment under lease and service management through the U.S. and Canada. I am familiar with, among other things, the lease and other business transactions entered into by GE Fleet, as well as the books and records of the company relating

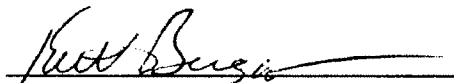


to such transactions and to the customers of GE Fleet. I am familiar with the Lease, as defined in the Response and GE Fleet's claims, as described in the Response.

4. I have reviewed the Response. I believe that the facts stated therein are true and correct.

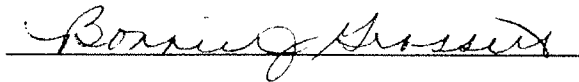
5. I declare under penalty of perjury of the laws of the United States of America and pursuant to 28 U.S.C. § 1746 that the foregoing is true and correct.

DATED this 15th day of September, 2009 at Eden Prairie, County of Hennepin, State of Minnesota.



Keith Bergquist

SUBSCRIBED AND SWORN to before me this 15th day of September, 2009.



Notary Public

My Commission Expires: 1/31/2012

